

Power Chris G  
 Form 4  
 February 09, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Power Chris G

2. Issuer Name and Ticker or Trading Symbol  
 MONSTER WORLDWIDE INC  
 [MNST]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O MONSTER WORLDWIDE,  
 INC., 622 THIRD AVENUE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/07/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 CFO - Global Operations

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value per share	02/07/2006		M		11,000	A	\$ 21.433
					16,000 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/07/2006		S		11,000	D	\$ 47
					5,000 <sup>(1)</sup>	D	
	02/09/2006		M		10,000	A	\$ 24.53
					15,000 <sup>(1)</sup>	D	

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	02/09/2006	S	2,904	D	\$ 48.5	12,096 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.46	11,496 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.45	11,296 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,284	D	\$ 48.44	10,012 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.43	9,812 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,100	D	\$ 48.42	8,712 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.41	8,112 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.4	7,512 <sup>(1)</sup>	D	
	02/09/2006	S	300	D	\$ 48.39	7,212 <sup>(1)</sup>	D	

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Common Stock, \$0.001 par value per share									
Common Stock, \$0.001 par value per share	02/09/2006		S	100	D	\$ 48.38	7,112 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share	02/09/2006		S	200	D	\$ 48.37	6,912 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share	02/09/2006		S	1,912	D	\$ 48.36	5,000 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share							717	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 21.433	02/07/2006		M	11,000	<sup>(2)</sup>	05/06/2012	Common Stock,	11,000

Option  
(Option to  
Purchase)

\$.001 par  
value per  
share

Employee  
Stock

Common  
Stock,

Option \$ 24.53 02/09/2006  
(Option to  
Purchase)

M 10,000 02/09/2005 02/09/2014

\$.001 par 10,000  
value per  
share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Power Chris G C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			CFO - Global Operations	

## Signatures

/s/ Chris G. 02/09/2006  
Power

\_\_Signature of Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes / represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on January 2, 2007, subject to certain conditions.
- (2) The options that were exercised became exercisable on various dates on or before May 6, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.